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6. SHARED VOTING POWER  
36,876,088 SHARES (INCLUDES 3,171,773 CONV PFD SHS CONVERTED  
TO COM - RATIO 1 PFD = 10.264 COM FOR VOTING  
PURPOSES)
7. SOLE DISPOSITIVE POWER  
42,810,175 SHARES (INCLUDES 3,171,773 CONV PFD SHS CONVERTED  
TO COM - RATIO 1 PFD = 8 COM FOR DISPOSITIVE  
PURPOSES)
8. SHARED DISPOSITIVE POWER  
3,757,120 SHARES
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
46,567,295 SHARES
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
5.8% (DISPOSITIVE) (6.3% VOTING)
12. TYPE OF REPORTING PERSON\*  
BK

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ITEM 1.

- (A) NAME OF ISSUER  
SARA LEE CORPORATION
- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
THREE FIRST NATIONAL PLAZA  
SUITE 4600  
CHICAGO, IL 60602-4260

ITEM 2.

- (A) NAME OF PERSON FILING  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,  
RESIDENCE  
225 FRANKLIN STREET, BOSTON, MA 02110
- (C) CITIZENSHIP  
BOSTON, MASSACHUSETTS
- (D) TITLE CLASS OF SECURITIES  
COMMON (CONVERTIBLE PREFERRED HELD BY ESOP)
- (E) CUSIP NUMBER  
803111103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR  
13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

- (B)  BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT

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ITEM 4. OWNERSHIP

- (A) AMOUNT BENEFICIALLY OWNED  
46,567,295 SHARES
- (B) PERCENT OF CLASS

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5.8% (6.3% VOTING)

- (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
- (I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE OF  
14,832,337 SHARES
  - (II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE OF  
36,876,088 SHARES
  - (III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF  
42,810,175 SHARES
  - (IV) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF  
3,757,120 SHARES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

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ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE STATEMENT IS FILED PURSUANT TO RULE 13D-1(B):

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN PURSUANT TO RULE 13D-4.

SIGNATURE

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

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8 FEBRUARY 2002

STATE STREET CORPORATION  
STATE STREET BANK AND TRUST COMPANY,  
TRUSTEE

/S/ SUSAN C. DANIELS  
VICE PRESIDENT